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PREPARED BY AND RETURN TO:

X Realty Title and Escrow Co., Inc.
6397 Goodman Road, Suite 112
Olive Branch, MS 38654
662-893-8077
RT File No. 12080561

SUBORDINATION AGREEMENT

This Subordination Agreement made as of the 29 day of NOVEMBER, 2012, by Magna Bank (FKA 1st Trust Bank for Savings), having an address of 6525 Quail Hollow Road, Suite 300, Memphis, Tennessee 38120 ("Subordinator"), and Magna Bank (FKA 1st Trust Bank for Savings), having an address of 6525 Quail Hollow Road, Suite 300, Memphis, Tennessee 38120 ("Lender").

RECITALS:

- A. Andrew B. McIlwain and Edith W. McIlwain of 2715 Mariah Lane, Southaven, Mississippi 38672 ("Borrowers"), have applied to Lender for a new loan to be made to Borrowers and to be evidenced by a promissory note in the amount of one hundred twenty-five thousand dollars (\$125,000.00) secured by a Deed of Trust covering certain real property.
- B. The real property described below and offered by Borrowers as security to Lender is currently subject to the prior lien of the Deed of Trust described below.
- C. Lender will make such new loan to Borrowers only on the condition precedent that the prior lien of the Deed of Trust described below be subordinated to the lien of the new Deed of Trust to be given by Borrowers to Lender.

In consideration of the matters described above, and of the mutual benefits and obligations set forth in this agreement, the parties agree as follows:

SUBORDINATION OF EXISTING MORTGAGE

The Deed of Trust to be subordinated covers real property described as:

Lot 604, Section I, Dickens Place PUD, Oliver's Glenn, situated in Section 9, Township 2 South, Range 7 West in DeSoto County, Mississippi as shown on plat of record in Plat Book 86, Page 30 in the Chancery Clerk's Office of DeSoto County, Mississippi.

The Deed of Trust to be subordinated was made on the 29th day of August, 2006 between Andrew B. McIlwain and Edith W. McIlwain ("Borrowers") and 1st Trust Bank for Savings (NKA Magna Bank) ("Subordinator"), and filed or recorded on September 1, 2006 in Book 2554, Page 496 in the Chancery Clerk's Office of DeSoto County, Mississippi. Said Deed of Trust shall be and the same is now subordinated and made subject and subsequent to the lien of that certain mortgage covering the real property referenced above, dated November 26, 2012, between Andrew B. McIlwain and Edith W. McIlwain ("Borrowers") and Magna Bank ("Lender"), and filed or recorded on the 5th day of December, 2012, in Book 3547, Page 318, in the Chancery Clerk's Office of DeSoto County, Mississippi.

The undersigned Subordinator has executed this agreement at Memphis, Tennessee [designate location], on the date first appearing above.

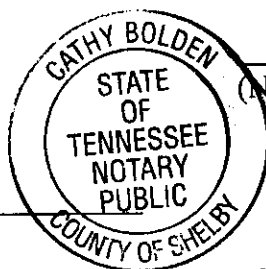
[Signature]
SUBORDINATOR

Its: VICE President

STATE OF Tennessee

COUNTY OF Shelby

Personally appeared before me, the undersigned authority in and for the said county and state, on this 29 day of NOVEMBER, 2012, within my jurisdiction, the within named Chip Worthington, who acknowledged that he is a VICE President of Magna Bank, A Corporation, and that for and on behalf of said Magna Bank, he executed the above and foregoing instrument, after first being duly authorized by said Corporation to do so.



Cathy Bolden
(Notary Public)

My commission expires:

Aug 24, 2013

MY COMM. EXP. AUG 24, 2013